

EXHIBIT C

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Proposed Evaluation Criteria for Stalking Horse Bids, Base Bids, and Successful Bids

<u>Proposed Evaluation Criteria</u>	
1.	<p>Price.</p> <ul style="list-style-type: none"> a. Price paid for the PDVH Shares will be evaluated based on the amount of Attached Judgments expected to be satisfied by the purchase price. b. The purchase price consideration may be a combination of cash and non-cash consideration. c. Non-Cash Consideration will be evaluated in accordance with the following criteria approved by the Court: <ul style="list-style-type: none"> (i) non-cash consideration, including contingent cash consideration, can be used as currency in the auction only on consent of the Sale Process Party or Additional Judgment Creditor proposed to receive it; (ii) non-cash consideration, including contingent cash consideration, can be offered only according to the priority waterfall and in compliance with the Sale Procedures Order; (iii) a recipient of non-cash consideration, including contingent cash consideration, cannot be paid more than the amount of its claim; and (iv) the specifics of any such non-cash consideration should be evaluated in the first instance by the Special Master and addressed in his Stalking Horse recommendation, if any, and his final recommendation, with interested parties able to comment on the specifics of any such non-cash consideration during the applicable period for objections. Likelihood of securing regulatory approval and timing thereof (e.g., OFAC, FTC, etc.). (D.I. 1517 ¶ 27) d. The Special Master and his advisors shall be permitted to disclose to bidders the amount of Attached Judgments satisfied by other bids in an effort to maximize the sale price and encourage competitive bidding; <u>provided</u>, that the Special Master shall not be permitted to disclose any other material terms of other bids without the consent of the applicable bidder.
2.	<p>Certainty of Closing. Evaluation of the certainty associated with a given bidder and the likelihood its applicable bid will successfully proceed to closing will be conducted with the following non-exhaustive list of considerations in mind:</p> <ul style="list-style-type: none"> a. Likelihood of securing regulatory approval and timing thereof (e.g., OFAC, FTC, etc.). b. Conditionality related to pending or future litigation (including with respect to the 2020 Bonds and the Alter Ego Claims), which for the avoidance of doubt must otherwise comply with the Material SPA Terms approved by the Court. c. Conditionality related to appeals of the Sale Order.

	<p>d. Bidder's financial wherewithal and certainty of financing sources, including the presence of parent guarantees or other security in the event of a post-Sale Order refusal to close.</p> <p>e. Conditionality related to any other term proposed by the applicable bidder.</p>
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